

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a) AND 330
AUTHORIZING THE DEBTORS TO AMEND THE TERMS OF
THEIR ENGAGEMENT WITH BROWNFIELD PARTNERS, LLC**

Upon the Motion, dated September 2, 2009 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “**Bankruptcy Code**”), for entry of an order authorizing the amendment of the terms of the Engagement Letter, dated June 15, 2009, between the Debtors and Brownfield Partners, LLC (“**Brownfield Partners**”), all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that the Amended Fee Cap is approved; and it is further

ORDERED that all references to the Engagement Letter in the prior Order of this Court authorizing the retention of Brownfield Partners, entered on August 3, 2009 [Docket No. 3638], shall be deemed to include the Letter Agreement; and it is further,

ORDERED that except to the extent modified by the Letter Agreement, the terms and provisions of the Engagement Letter remain in full force and effect; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
September 14, 2009

s/ Robert E. Gerber
United States Bankruptcy Judge